

JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Corinne Ball
Heather Lennox
Lisa Laukitis
Veerle Roovers

- and -

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
Ryan T. Routh

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
Hostess Brands, Inc., <i>et al.</i> , ¹	:	Case No. 12-22052 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**DECLARATION OF
LAURIE REED IN SUPPORT OF THE OMNIBUS
OBJECTION OF DEBTORS AND DEBTORS IN POSSESSION TO
MOTIONS OF NINE PENSION FUNDS AND THE BCT REQUESTING
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Hostess Brands, Inc. (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).

I, Laurie Reed, make this Declaration pursuant to 28 U.S.C. § 1746 and state the following under penalty of perjury:

1. I am the Vice President – Shared Services of Hostess Brands, Inc. ("Hostess Brands," and together with the other above-captioned debtors, the "Debtors"), a position in which I have served for three years. As such, I am responsible for the centralized processing of gross to net payroll, payroll tax reporting, garnishment processing, payroll deductions and reporting, accounts payable, national accounts receivable, travel and expense auditing and reimbursement, data maintenance and standard cost development. Prior to serving as Vice President of Shared Services, I served as Director of Shared Services for Hostess Brands for four years and held various auditing, accounting and shared service positions with Arthur Young, Kansas City Power & Light and Sprint. I have a BSBA – Accounting, MBA – Finance and a CPA designation.

2. As Vice President of Shared Services, I oversee the preparation of the documents that are sent on a monthly basis to each of the pension funds of which many of the Debtors' employees are members. I also oversee the Debtors' calculation of pension contributions.

3. I make this Declaration in support of the Omnibus Objection of Debtors and Debtors in Possession to Motions of Nine Pension Funds and the BCT Requesting Allowance of Administrative Claims (the "Omnibus Objection").² Except as otherwise indicated, all facts set forth in this Declaration are based on my personal knowledge, my review of relevant documents, my opinion, my experience as Vice President of Shared Services and/or my

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Omnibus Objection.

conversations with the Debtors' employees and/or advisors. If called on to testify, I could and would testify to the facts set forth herein.

4. Based on the Debtors' calculations, the following amounts are Pre-Petition Date Contributions based on prepetition periods worked by the employees:

Funds	Pre-Petition Date Contributions
Mechanics' Fund	\$3,147.74
Central Fund	\$15,506.13
RWDSU Fund	\$16,815.68
IAM Fund	\$27,112.99
IUOE Fund	\$2,524.39
IUOE Annuity Fund	\$1,017.29
UFCW Midwest Fund	\$1,001.61
Bakery Drivers Fund	\$19,370.13
Carpenters' Fund	\$2,993.55
Total	\$89,489.50

5. The detailed analysis of the Debtors' calculations of the Funds' claims for unpaid contributions is attached hereto as Exhibit A, which is incorporated herein by reference. This analysis is based solely on the Debtors' contribution calculations.

[The remainder of this page is intentionally blank.]

I, the undersigned, declare under penalty of perjury that the foregoing is true and correct.

Dated: May 23, 2012

/s/ Laurie Reed
Laurie Reed
Vice President of Shared Services
Hostess Brands, Inc.

EXHIBIT A

Hostess Brands Pension Claims

	January Contributions	Pre-Petition Date Contributions (1/1 - 1/10/12)	Pro-rated January Contributions (1/11-1/31/12)	February Contributions	March Contributions	Total Post- Petition Contributions
<u>Pension Fund</u>	(-----Based on Hostess data-----)					
1 Automobile Mechanics Local 701 - Union and Industry Pension Fund	\$ 9,758.00	\$ 3,147.74	\$ 6,610.26	\$ 8,568.00	N/A	\$ 15,178.26 (1)
2 Central Pension Fund	\$ 48,069.00	\$ 15,506.13	\$ 32,562.87	\$ 45,587.00	N/A	\$ 78,149.87 (1)
3 RWDSU and Industry Pension Fund	\$ 52,128.60	\$ 16,815.68	\$ 35,312.92	\$ 52,428.00	\$ 65,269.20	\$ 153,010.12
4 I.A.M. National Pension Fund	\$ 84,050.27	\$ 27,112.99	\$ 56,937.28	\$ 82,682.46	\$ 100,257.60	\$ 239,877.34
5 IOUE Stationary Engineers Local 39 - Pension	\$ 7,825.60	\$ 2,524.39	\$ 5,301.21	\$ 7,999.33	\$ 10,705.36	\$ 24,005.90
6 IOUE Stationary Engineers Local 39 - Annuity	\$ 3,153.60	\$ 1,017.29	\$ 2,136.31	\$ 3,223.61	\$ 4,314.10	\$ 9,674.02
UFCW & Employers Midwest Fund - Account 8122	\$ 617.12	\$ 199.07	\$ 418.05	\$ 655.50	\$ 668.53	\$ 1,742.08
UFCW & Employers Midwest Fund - Account 10449	\$ 2,487.87	\$ 802.54	\$ 1,685.33	\$ 3,275.39	\$ 3,259.38	\$ 8,220.10
7 Total UFCW & Employers Midwest	\$ 3,104.99	\$ 1,001.61	\$ 2,103.38	\$ 3,930.89	\$ 3,927.91	\$ 9,962.18
8 BCT						
9 Bakery and Sales Drivers Local 33 - Industry Pension Fund	\$ 60,047.40	\$ 19,370.13	\$ 40,677.27	\$ 64,992.48	\$ 73,646.37	\$ 179,316.12
10 Mid-Atlantic Regional Council of Carpenters' Annuity Fund	\$ 9,280.00	\$ 2,993.55	\$ 6,286.45	\$ 9,440.00	\$ 11,800.00	\$ 27,526.45
Total	\$ 277,417.46	\$ 89,489.50	\$ 187,927.96	\$ 278,851.77	\$ 269,920.54	\$ 736,700.27

(1) January and February Contributions Only (comparable to time period included in the Automobile Mechanics and Central Pension Funds' Administrative Claim Motions)